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SURFACE TRANSPORTATION BOARD

November 9, 2009

Anne K. Quinlan, Esq.  
Acting Secretary  
Surface Transportation Board  
395 E Street S.W.  
Washington, D.C. 20423-0001

RE: Revocation of Trust and Transfer of Trust Estate dated as of December 18, 2000 among Connell Finance Company, Inc. (successor to Connell Rice & Sugar Co., Inc. (successor by merger to Connell Leasing, Inc.)) ("Connell"), Wells Fargo Bank Minnesota, National Association (successor to Northwestern National Bank of Minneapolis) ("Wells Fargo") (Connell and Wells Fargo together "Owners") and State Street Bank and Trust Company (successor to The Connecticut Bank and Trust Company) ("Trustee") ("Revocation of Trust")

Dear Acting Secretary Quinlan:

Attached for recordation pursuant to the provision of 49 U.S.C. Section 11301(a) is a copy of the original Revocation of Trust, a secondary document as defined in the Board's Rules for Recordation of Documents.

The attached document relates to the Trust Agreement and related documents previously filed with the Board under Recordation Numbers 9588, 9588-A and 9588-B.

The names and addresses of the parties to the attached document are:

<u>Owners:</u>	Connell Finance Company, Inc. 200 Connell Drive Berkeley Heights, NJ 07922
	Wells Fargo Bank Minnesota, N.A. Wells Fargo Center 90 South 7th Street Minneapolis, MN 55402
<u>Trustee:</u>	State Street Bank and Trust Company 750 Main Street, Suite 1114 Hartford, CT 06103

A description of the railroad equipment covered by the enclosed document is:

8 SD40-2 Locomotives: BN 6840-6847 (inclusive)

A short summary of the document to appear in the index is:

Revocation of Trust and Transfer of Trust Estate

The recordation filing fee of \$41.00 is on account.

Yours truly,

  
Sharon L. Van Fossan  
Supervisor Contract Administration

/svf  
Attachment

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78-9P

## SURFACE TRANSPORTATION BOARD

REVOCATION OF TRUST AND TRANSFER OF TRUST ESTATE  
(78-9P)

**THIS REVOCATION OF TRUST AND TRANSFER OF TRUST ESTATE** dated as of December 18, 2000 (this "*Agreement*") is entered into among Connell Finance Company, Inc. (as successor-in-interest to Connell Rice & Sugar Co., Inc. (Connell Leasing Company Division)) ("*Connell*"), Wells Fargo Bank Minnesota, National Association (as successor to Northwestern National Bank of Minneapolis) ("*Wells Fargo*"; and together with Connell, "*Owners*") and **STATE STREET BANK AND TRUST COMPANY**, a Massachusetts corporation (as successor to The Connecticut Bank and Trust Company), as trustee ("*Trustee*").

## RECITALS

**WHEREAS**, Owners and Trustee are parties to that certain Restated Trust Agreement dated as of June 1, 1978 (the "*Trust Agreement*"), entered into in connection with that certain Lease of Railroad Equipment of even date therewith (as amended, the "*Lease*"), between Trustee, as lessor thereunder, and St. Louis-San Francisco Railway Company (now known as The Burlington Northern and Santa Fe Railway Company), as lessee thereunder, covering originally 8 Model SD40-2 diesel-electric locomotives; and

**WHEREAS**, all monies and obligations owing to The Life Insurance Company of Virginia or its successor-in-interest in connection with the Trust Estate have been satisfied in full; and

**WHEREAS**, Owners desire to exercise their rights under the Trust Agreement to revoke the trust granted thereunder;

NOW THEREFORE, in consideration of the mutual premises:

1. **Definitions.** Capitalized terms not otherwise defined herein shall have the meanings set forth in the Trust Agreement.
2. **Revocation of Trust.** Owners hereby instruct and declare that, pursuant to Section 9.02 of the Trust Agreement, as of the date first stated above (the "*Revocation Date*") Owners revoke the trust and vest in themselves title to the Equipment, moneys and any and all other property, proceeds and rights comprising the Trust Estate.
3. **Discharge of Obligations and Assumption thereof.** Pursuant to Section 9.02 of the Trust Agreement, as of the Revocation Date, Owners discharge the obligations of the Trustee on a going forward basis to the extent of the Trust Estate under the Trust Agreement and the Trust Documents and assume such obligations (subject to the limitations on such obligations in the Trust Agreement and the Trust Documents).
4. **Transfer to Owners.** As of the Revocation Date, Trustee does grant, bargain, sell, transfer, convey, assign and deliver to the Owners, as their interests may appear, and their successors and assigns, the Equipment, moneys and any and all other property, proceeds and

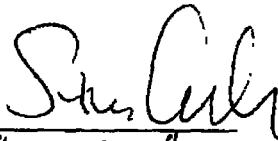
rights comprising the Trust Estate. Accordingly, pursuant to Section 9.02, and as of the Revocation Date, the trust created by the Trust Agreement is hereby terminated.

IN WITNESS WHEREOF, the parties hereto, each pursuant to due corporate authority, have caused this instrument to be executed in their respective corporate names by duly authorized officers, as of the date first above written.

Attest:



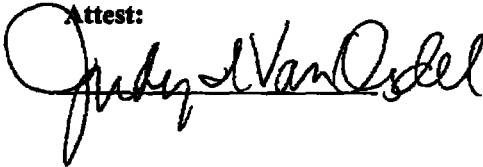
**CONNELL FINANCE COMPANY, INC.**

By: 

Name: Shane Connell  
Title: Executive Vice President

**WELLS FARGO BANK MINNESOTA,  
NATIONAL ASSOCIATION**

Attest:

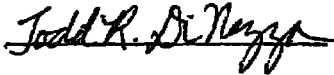


By: 

Name: Andrew Rupprecht  
Title: Vice President

**STATE STREET BANK AND  
TRUST COMPANY, not in its individual  
capacity, but solely as Trustee**

Attest:



By:   
Name: DANIEL GOLDEN  
Title: ASSISTANT VICE PRESIDENT

STATE OF NEW JERSEY )  
 ) SS.:  
COUNTY OF UNION )

On this 21<sup>st</sup> day of December, 2000 before me personally appeared Shane Connell, to me personally known, who being by me duly sworn, says that he/she is Executive Vice President of CONNELL FINANCE COMPANY, INC., a New Jersey corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

KAREN A. KULINICH  
NOTARY PUBLIC OF NEW JERSEY  
Registered in Somerset and Union Counties  
My Commission Expires Sept. 30, 2002

[Notarial Seal]

My Commission Expires:  
.....

STATE OF MINNESOTA )  
 ) SS.:  
COUNTY OF HENNEPIN)

On this 20<sup>th</sup> day of December, 2000 before me personally appeared Andrew Rupprecht, to me personally known, who being by me duly sworn, says that he is Vice President of WELLS FARGO BANK MINNESOTA, NATIONAL ASSOCIATION, a national banking association, that said instrument was signed on behalf of said banking association by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said banking association.

  
Notary Public




[Notarial Seal]

My Commission Expires:  
.....

STATE OF MASSACHUSETTS)  
 ) SS.:  
COUNTY OF SUFFOLK )

On this 26<sup>th</sup> day of December 2000, before me personally appeared Daniel Golden to me personally known, who being by me duly sworn, says that he/she is Assistant Vice President of STATE STREET BANK AND TRUST COMPANY, a Massachusetts corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act deed of said corporation.

  
Notary Public

[Notarial Seal]

My Commission Expires: April 6, 2001